ELIAS C. ALVORD (1942) ELLSWORTH C. ALVORD (1964) WASHINGTON, D.C. 20006-2973

(202) 393-2266

ALVORD AND ALVORD ATTORNEYS AT LAW 918 SIXTEENTH STREET, N.W. SUITE 200

Fax (202) 393-2156

DECEMBER AND AND ASSESSED.

DEC 16'97

12-20 PM

OF COUNSEL
URBAN A. LESTER

19 M et 21 9

D. J.

Mr. Vernon A. Williams Secretary Surface Transportation Board Washington, D.C. 20423

Dear Mr. Williams:

December 16, 1997

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Release, dated as of October 22, 1997, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Manufacturing Agreement previously filed with the Board under Recordation Number 20774.

The names and addresses of the parties to the enclosed document are:

Manufacturer:

National Steel Car Limited

602 Kenilworth Avenue North Hamilton, Ontario L8N 3J4

Canada

Company:

TTX Company

101 North Wacker Drive Chicago, Illinois 60606

A description of the railroad equipment covered by the enclosed document is set forth on Schedule A attached hereto.

Mr. Vernon A. Williams December 16, 1997 Page 2

Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fees.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/bg Enclosures

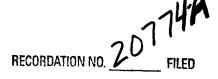
XII

CONTRACT_T-2097N SUPPLEMENT #3 SCHEDULE "A" TO BILL OF SALE, MANUFACTURER'S RELEASE AND INVOICE #32,369

P.8860/97 DELIVERY OF ARTICULATED FLAT CARS

	DELIVER'	Y OF ARTICULATED FL				
DATE ACCEPTED	DTTX: SERIES	DTTX: SERIES	DTTX: SERIES	QUANTITY	TODATE	CUMULATIVE TOTAL 20
01-Oct-97	400032			1	1	21
02-Oct-97	400025			1	2	22
03-Oct-97	400029	400033		2	4	24
06-Oct-97	400004 400030	400023	400024	4	8	28
07-Oct-97	400036	400044		2	10	30
08-Oct-97	400031 400048	400042	400045	· 4	14	34
09-Oct-97	400005 400047	· 400040 400051	400041 400052	6	20	40
10-Oct-97	400034 400050	400046	400049	4	24	44
13-Oct-97	400054	400055	400057	3	27	47
14-Oct-97	400043	400056		2	29	49
15-Oct-97	400035 400060	400037	400053	4	33	53
16-Oct-97	400058 400065	400062	400064	4	37	57
17-Oct-97	400061 400066	400063	400069	4	41	61
20-Oct-97	400067 40007 2	400068 400073	400070 400009	6	47	67

MANUFACTURER'S RELEASE



DEC 16'97

12-20 PM

NATIONAL STEEL CAR LIMITED, the manufacturer named in that certain Manufacturing Agreement dated as of June 23, 1997, with TTX Company, which agreement has been filed and recorded with the Interstate Commerce Commission pursuant to Section 11301(a) of Title 49 of the United States Code on July 16, 1997 and assigned recordation number 20774, does hereby acknowledge receipt of all amounts due under said agreement in respect of, and does hereby release all of its right, title and interest in and to, the railroad equipment listed Schedule A hereto.

ATTEST			NATIONAL STEEL CAR LIMITED			
Leny Col		By:	Mu			
George Lock			John Marinucci			
Vice President - Finance			President & Chief Operating Officer			
CITY OF HAMILTON)					
) SS :					
PROVINCE OF ONTARIO)					

On this 22nd day of October, 1997, before me personally appeared George Lock, to me personally known, who, by me being duly sworn, says that he is Vice President - Finance of National Steel Car Limited, that the seal affixed to the foregoing instrument is the corporate seal of said company, and that said instrument was signed and sealed on behalf of said company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Notary Public Anthony Grant, Notary Public, Regional Municipality of Hamilton-Wentworth, limited to the attestation of instruments and the taking of affidavits for National Steel Car Limited. Expires May 1, 1998,

IIX

CONTRACT_T-2097N SUPPLEMENT #3 SCHEDULE "A" TO BILL OF SALE, MANUFACTURER'S RELEASE AND INVOICE #32,369

P.8860/97
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